

**Objection Deadline: October 16, 2009 at 4:00 p.m.**  
**Presentment Date: October 20, 2009 at 10 a.m.**

Hyung Seok Kim, Esq.  
Law Offices of Henry L. Kim, PC  
460 Bergen Boulevard, Suite 201  
Palisades Park, New Jersey 07650  
Tel: (201) 585-7400  
Attorney for Debtor

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:

Case No. 09-11039-REG

South Star Group, LLC

Chapter 11

Debtor.

Hon. Robert E. Gerber

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**NOTICE OF PRESENTMENT**

**PLEASE TAKE NOTICE**, that the undersigned will present to the Hon.

Robert E. Gerber for consideration the annexed order (the "Proposed Order") allowing retention of counsel at the UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK at One Bowling Green, New York, NY 10004 on October 20, 2009 at 10:00 A.M.

Dated: October 5, 2009  
Palisades Park, NJ

/s/ Hyung Seok Kim  
Hyung Seok Kim

Hyung Seok Kim, Esq.  
Law Offices of Henry L. Kim, PC  
460 Bergen Boulevard, Suite 201  
Palisades Park, New Jersey 07650  
Tel: (201) 585-7400  
Attorney for Debtor

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:

Case No. 09-11039-REG

South Star Group, LLC

Chapter 11

Debtor.

Hon. Robert E. Gerber

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**APPLICATION OF THE DEBTOR, PURSUANT TO SECTION 327(e) AND  
328(a) OF THE BANKRUPTCY CODE, BANKRUPTCY RULE 2014(A) AND  
LOCAL RULE 2014-1, FOR AUTHORITY TO EMPLOY AND RETAIN  
BUSINESS SEEKER INTERNATIONAL CORP. AS SALES AGENT FOR THE  
SALE OF THE ASSETS, NUNC PRO TUNC TO MAY 28, 2009**

South Star Group, LLC respectfully represents:

**Background and Jurisdiction**

1. On March 6, 2009 (the "Petition Date"), Debtor commenced with this Court a voluntary case under chapter 11 of the title 11 of the United States Code (the "Bankruptcy Code"). The Debtor is authorized to operate its business and manage its properties as debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.
2. This Court has subject matter jurisdiction to consider this matter pursuant to 28 U.S.C. sections 1408 and 1409.

**Relief Requested**

3. By the application (the “Application”), the Debtor respectfully seeks an order in the form attached hereto as Exhibit A (the “Order”), pursuant to section 327(a) and 328(a) of the Bankruptcy Code, Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2014 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), to retain and employ Business Seekers International Corp. (“BSI”) as a sales agent for the sale of the assets, effective *nunc pro tunc* to May 28, 2009. The Debtor requests that the Court approve the employment of BSI in accordance with the terms and conditions set forth in (a) this Application, as more fully described in the Declaration of Siwan Kang, a managing partner of BSI, annexed hereto as Exhibit B (“Kang Declaration”), and (b) that certain commission agreement, dated May 28, 2009, between the Debtor and BSI (the “Commission Agreement”), a copy of which is annexed hereto as Exhibit C.

#### **Grounds for Relief Requested**

4. The retention of BSI as a sales agent for the Debtor for the sale of the assets under the terms described herein and in the Commission Agreement is appropriate under Bankruptcy Code sections 327(a) and 328(a). Section 327(a) provides for the appointment of professional persons where the proposed person does not possess any interest materially adverse to the debtor with regard to the matter(s) that will be handled by the proposed person. Section 327(a) provides:

Except as otherwise provided in this section, the trustee, with the court’s approval, may employ one or more attorneys, accounts, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the trustee in carrying out the trustee’s duties under this title.

5. The Debtor seeks to retain BSI as a sales agent for the sales of the debtor's assets.

### **Compensation**

6. In accordance with section 330(a) of the Bankruptcy Code, and as set forth in the Kang Declaration, compensation of \$20,000 will be paid to BSI on a flat fee basis.

7. As set forth in the Kang Declaration, the Debtor submits that both BSI and Siwan Kang, a managing partner of BSI are disinterested persons, as that term is defined in the Bankruptcy Code, and do not hold or represent an interest adverse to the estate with respect to the matter on which BSI is to be employed.

### **Objections**

8. An objection ("Objection") to this Application shall be considered timely only if, by 4:00 p.m. on October 15, 2009, an Objection is filed with the Court and served upon and actually received by Law Offices of Henry L. Kim, PC and the U.S. Trustee, 33 Whitehall Street, 21<sup>st</sup> Floor, New York, NY 10004.

9. Unless otherwise ordered by the Court, a reply to an Objection may be filed with the Court and served on or before 12:00 p.m. on October 17, 2009.

10. If no objection are timely filed and served as set forth herein, the Debtor shall submit to the Court a final order granting the relief requested herein, which order shall be submitted and may be entered with no further notice or opportunity to be heard afforded to any party.

11. The foregoing notice procedures satisfy Bankruptcy Rule 9014 by providing the counterparties with notice and an opportunity to object and be heard at a hearing.

**Notice**

12. No trustee, examiner, or creditors' committee has been appointed in this chapter 11 case. The Debtor will serve notice of this Motion on the U.S. Trustee and an attorney for 291 Broadway Realty Associates LLC.

13. No previous application has been made to any Court or judge for the relief requested in this Application.

WHEREFORE the Debtor respectfully request the Court (a) enter an Order substantially in the form attached hereto as Exhibit A, granting the Debtor the relief requested herein and (b) granting the Debtor such other and further relief as is just proper.

Dated: Palisades Park, New York  
October 5, 2009

By: /s/ Hyung Seok Kim  
Hyung Seok Kim  
Law Offices of Henry L. Kim, PC

Exhibit “A”

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re:

South Star Group, LLC

Debtor.

Case No. 09-11039-REG

Chapter 11

Hon. Robert E. Gerber  
-----X

**ORDER APPROVING DEBTOR'S RETENTION OF SALES AGENT FOR THE  
DEBTOR AS TO THE SALE OF THE DEBTOR'S ASSETS,  
NUNC PRO TUNC TO THE MAY 28, 2009**

Upon reading the duly filed application (the "Application") of the Debtor dated October 5, 2009 wherein it seeks approval of its retention of Business Seekers International, Corp. ("BSI"), as its sales agent with respect to the sale of the Debtor's assets, pursuant to the terms set forth in the Application and the commission agreement dated May 28, 2009 and upon the Declaration of Siwan Kang, a managing partner of BSI, filed in support of the Application and annexed as Exhibit B thereto; and the court being satisfied that the said agent represents no interest adverse to the Debtor, pursuant to 11 U.S.C. §327, 329(a), 330 and 331; and that this employment would be in the best interest of the estate; and for other good cause shown, it is

**ORDERED** that the retention of Business Seekers International, Corp., as sales agent for the Debtor be and the same is hereby authorized and approved; and it is further

**ORDERED**, that the Application is approved *nunc pro tunc* to May 28, 2009; and it is further

**ORDERED** that any and all compensation to be paid to BSI for services on behalf of the Debtor shall be \$20,000.00; and it is further

**ORDERED** that this Court retains jurisdiction to hear and determine all matters arising from or related to the implementation and/or interpretation of this Order.

Dated: \_\_\_\_\_, 2009  
New York, NY

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THE HONORABLE ROBERT E. GERBER  
UNITED STATES BANKRUPTCY JUDGE



Exhibit “B”

Siwan Kang  
Business Seekers International Corp.  
246 Fifth Avenue, Suite 500  
New York, NY 10001  
Tel: (212) 684-2543  
Sales Agent for the Debtor

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re:

Case No. 09-11039-REG

South Star Group, LLC

Chapter 11

Debtor.

Hon. Robert E. Gerber

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**DECLARATION OF SIWAN KANG IN SUPPORT OF THE APPLICATION OF  
THE DEBTOR, PURSUANT TO SECTION 327(a) AND 328(a) OF THE  
BANKRUPTCY CODE, BANKRUPTCY RULE 2014(A) AND LOCAL RULE  
2014-1, FOR AUTHORITY TO EMPLOY AND RETAIN BUSINESS SEEKERS  
INTERNATIONAL CORP. AS SALES AGENT FOR THE DEBTOR FOR THE  
SALE OF THE ASSETS OF THE DEBTOR, *NUNC PRO TUNC* TO MAY 28, 2009**

Pursuant to 11 U.S.C. §§ 327, 328, and 329 and Bankruptcy Rules 2014(a) and  
2016(b), Siwan Kang on behalf of himself and Business Seekers International Corp.

(“BSI”), states and declares under penalty of perjury as follows:

1. The undersigned is a managing partner of BSI at the address shown above.
2. I submit this declaration in connection with the application (the  
“Application”), dated October 5, 2009, of the above-captioned debtor and debtor-in-  
possession (collectively, the “Debtor”) for approval for the Debtor’s retention of BSI as a  
sales agent with respect to the sale of the assets of the Debtor in its chapter 11 case.
3. Both the undersigned and BSI are disinterested persons, as that term is  
defined in the Bankruptcy Code, and do not hold or represent an interest adverse to the  
estate with respect to the matter on which we are to be employed.

4. BSI has entered into a written agreement dated May 28, 2009 with South Star Group, LLC, the Debtor, regarding the services to be performed for the Debtor in connection with the sale of the assets of the Debtor and the compensation to be paid for such services. A copy of this commission agreement is attached hereto as Exhibit C. By this agreement, the Debtor would pay BSI \$20,000.00.

5. Neither the undersigned nor BSI have shared or agreed to share any portion of the compensation paid or to be paid in connection with this case with any other persons except members or associates of BSI.

6. To the best of my knowledge, BSI has the following connections with the Debtor, its creditors, other parties in interest, their respective attorneys and accountants, the United States Trustee, and persons employed in the office of the United States Trustee:

- a. The Debtor: BSI has not previously represented the Debtor. BSI is not a creditor of the Debtor.
- b. The Creditors of the Debtor: BSI has not represented any creditor of the Debtor at any time.
- c. Other Parties in Interest: BSI has not represented any officer, director or shareholder of the Debtor at any time.
- d. Attorneys and Accountants: BSI has no connections with the attorneys or accountants of any party in interest.
- e. United States Trustee: BSI has no connections with the United States Trustee or any person employed in the office of the United States Trustee.

7. Both the undersigned and BSI understand that there is a continuing duty to disclose any adverse interest that may arise or be discovered during the course of this case.

8. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this declaration was executed on October 5, 2009.

Dated: October 5, 2009  
New York, New Jersey

Business Seekers International Corp.

/s/ Siwan Kang  
Siwan Kang--Managing Partner  
Sales Agent for the Debtor

Exhibit “C”

**BUSINESS SEEKERS INTERNATIONAL CORP.**

246 Fifth Avenue, Suite 500 New York, NY 10001

Tel/Fax: 212-684-2543 Cell: 718-644-2212 E-mail: [siwankang@yahoo.com](mailto:siwankang@yahoo.com)COMMISSION AGREEMENTDATE: May 28, 2009

It is hereby agreed by the seller(s) South Star Group LLC that Business Seekers International Corp., shall be entitled to receive a commission in the sum of \$ 20,000 for bringing about the Listing and/or sale of the premises located at 291 Broadway, New York, NY 10007. For the amount of \$230,000 + S/D \$50,000. It is further agreed that the said commission is due and payable only if, as and when sale closes, except for the willful default of the sellers.

SELLER(S)

Business Seekers International Corp.

Print Name(S): Matthew Nam  
South Star Group LLC

By:

Siwan Kang

Signature(S):

[Signature]